

**United States Bankruptcy Court
District of Nevada**

In re **Western Dairy Specialties, LLC**

Debtor(s)

Case No. **BK-N-10-50307-GWZ**
Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$21,594,299.00	2009: Milk and Cream Sales
\$8,004,802.01	2008: Milk and Cream Sales
\$0.00	2010:

2. Income other than from employment or operation of business

None

☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None

☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERSAMOUNT STILL
OWING

NAME AND ADDRESS OF CREDITOR

See Exhibit A attached.

None

☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING**See Exhibit B attached.****4. Suits and administrative proceedings, executions, garnishments and attachments**

None

☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATIONSTATUS OR
DISPOSITION

#09-2-03190-7

**Appointment of receiver to
collect receivables.****Superior Court, Yakima, WA****Myron and Tracy Abrams v.
Western Dairy**

None

☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE Myron and Tracy Abrams P. O. Box 8165 Yakima, WA 98908	DATE OF ASSIGNMENT 12/4/09	TERMS OF ASSIGNMENT OR SETTLEMENT Appointment of Receiver to collect receivables.
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY Cream, \$28,462.07	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS Cream was misrouted causing loss of cream down sewer. No insurance coverage was received.	DATE OF LOSS 5/20/09
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Downey Brand LLP 427 West Plumb Lane Reno, NV 89509	November 2009	\$55,000
Maupin, Cox & LeGoy 4785 Caughlin Parkway Reno, NV 89520	November 2009	\$50,000

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Nevada Security Bank PO Box 19579 Reno, NV 89511	Certificate of Deposit, Account # 0063	\$171,750.67 10/23/09

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None

☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
David Wieland, Controller
6125 Mesa Road
Reno, NV 89511

DATES SERVICES RENDERED

Renee Angle, AP Clerk
35 N. Bybee Lane
Yerington, NV 89447

None

☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME
Randall Kuckenmeister, CPA,
Partner

ADDRESS
KBCA, LLC
3860 G.S. Richards Blvd.
Carson City, NV 89703-8422

DATES SERVICES RENDERED

NAME	ADDRESS	DATES SERVICES RENDERED
Pfrommer & McCune, Ltd.	645 Sierra Rose Drive, Ste. 101 Reno, NV 89511	

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
David Wieland, Controller	6125 Mesa Road Reno, NV 89511
Renee Angle, AP	35 N. Bybee Lane Yerington, NV 89447
Diane Arvizo, AR	410 N. Oregon Yerington, NV 89447
Matt Berry, CFO	170 Country Estates Cir Reno, NV 89511
KBCA, LLC	3860 G.S. Richards Blvd. Carson City, NV 89703-8422

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Nevada Security Bank 9990 Double R Blvd. Reno, NV 89521	12/04/09 for PE 10/31/09
Nevada Security Bank 9990 Double R Blvd Reno, NV 89521	Monthly since May 2008
Nevada Security Bank 9990 Double R Blvd. Reno, NV 89521	3/31/09 for NRD YE 12/31/08
Nevada State Bank 1 West Liberty Street Reno, NV 89501	12/4/09 for PE 10/31/09
Nevada State Bank 1 West Liberty Street Reno, NV 89501	Monthly since May 2008
Nevada State Bank 1 West Liberty Street Reno, NV 89501	3/31/09 for NRD YE 12/31/08
Nevada State Bank 1 West Liberty Street Reno, NV 89501	3/31/09 for NRD YE 12/31/08
American AgCredit PO Box 20727 Reno, NV 89515-0727	10/6/09 for PE 6/30/09
American AgCredit P.O. Box 20727 Reno, NV 89515-0727	2/09 for PE 12/31/08
Sterling Commercial Credit 2100 Roswell Road, Suite 200C Marietta, GA 30062	7/4/09 for YE 2008 and current to 5/31/09

NAME AND ADDRESS

DATE ISSUED

The Hartford Insurance Company
Kirk Bodenstein, Agent
Bodenstein Insurance
117 S. Main St.
Yerington, NV 89447

6/15/09 for YE 12/31/09 and PE 3/31/09

Heritage Bank of Nevada
1401 S. Virginia St.
Reno, NV 89502

2/27/09 for PE 11/30/08

Scott Berry
Charles & Associates
320 Whetstone, Suite B
Cincinnati, OH 45202

5/28/09 for YE 12/31/08

Dan Driscoll
Western Nevada Supply Company
950 South Rock Blvd.
Sparks, NV 89431

9/23/09 for PE 7/31/09, YE 12/31/08

Dan Driscoll
Western Nevada Supply Company
950 South Rock Blvd.
Sparks, NV 89431

2/17/09 for PE 11/30/08

Entrada Associates
Paren Knadjian
2001 Wilshire Boulevard, Suite 301
Santa Monica, CA 90403

8/11/09 for PE 6/30/09

PhoneOps Management
3802 N. 18th St
Philadelphia, PA 19140

3/28/09 for YE 12/31/08

PhoneOps Management, Inc.
3802 N. 18th St
Philadelphia, PA 19140

8/12/09 for PE 6/30/09

Larry Bigler, CPA
1155 W. 4th Street, Suite 210
Reno, NV 89503

1/21/09 for PE 11/30/08

William D. McCann
Carbon Bank of Ireland
PO Box 370
Genoa, NV 89411

9/23/09 for PE 7/31/09; 9/29/09 for YE 12/31/08

MetLife Agricultural Investments
Jonathan W. Holbrook, Associate Director
7411 N. Cedar Avenue, Suite 101
Fresno, CA 93720

6/25/08 for YE 12/31/07 and PE 3/31/08

Harvest Capital Company
Jonathan Howard
690 NW 1st Avenue Suite 101
Canby, OR 97013

2/17/09 for PE 11/30/08; 4/17/09 for YE 12/31/08 and 1/31/09

Rabo Agrifinance, Inc.
Charles McElligott
10100 Trinity Parkway Suite 400
Stockton, CA 95219

7/31/09 for YE 12/31/08; PE 5/31/09

Bank of the West
Casey Garten
180 Montgomery Street
San Francisco, CA 94104

9/29/09 for YE 12/31/08; PE 7/31/09

NAME AND ADDRESS

DATE ISSUED

Hardung-Ivey and Associates, LLC
Kurt Hardung
1325 Airmotive Way, Suite 202A
Reno, NV 89505

6/24/09 for YE 12/31/08 and PE 4/30/09

Kafoury, Armstrong & Company
Jim Johnson
301 West Tolas Place
Fallon, NV 89406

1/26/09 for PE 11/30/08

Wall Street Consultants/
Florida First Equity
Mike Strasberg
6923 Narcoosee Road, Ste 633
Orlando, FL 32822

9/23/09 for YE 12/31/08 and PE 7/31/09

PNC Business Credit
David Mortensen
2 North Lake Avenue, Suite 440
Pasadena, CA 91101

7/22/09 for PE 5/31/09; 3/31/09 for YE 12/31/08

Schettler, Macy & Silva, LLC
10345 Professional Circle, Suite 110
Reno, NV 89521

3/10/09 for PE 11/30/08

The Stella Group, LLC
3645 Market Place Blvd., Ste. 130-131
Atlanta, GA 30344

8/15/09

Skyway Financial Services, Inc.
146 Second Street N., Ste. 310
Saint Petersburg, FL 33701

8/17/09

LaChance Financial Services, Inc.
Bankers Capital
203 SW Cutoff
Northborough, MA 01532

9/1/09

Gulf Coast Financial Corp.
945 W. Michigan Avenue, Ste. 5-B
Pensacola, FL 32505

9/1/09

Equities First
10 West Market Street, Ste. 3050
Indianapolis, IN 46204

9/11/09

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
10/31/09	Dave Wieland	\$358,253.00
11/30/09	Dave Wieland	\$174,885.00

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
10/31/09	Dave Wieland 6125 Mesa Rd Reno, NV 89511

DATE OF INVENTORY
11/30/09

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS
Dave Wieland
6125 Mesa Rd
Reno, NV 89511

21 . Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Matthew Berry 2145 Greentree Lane Reno, NV 89511	Managing Member	25%
Michael Compston PO Box 108 Wellington, NV 89444	Member	25%
Thomas Reviglio 2020 Parkridge Circle Reno, NV 89509	Member	25%
Roger Ligtenberg 5300 Numaga Pass Road Carson City, NV 89703	Member	25%

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Michael N. Compston 1000 Plymouth-Ranch Rd Wellington, NV 89444 Member	Annual salary as Chief Executive Officer.	95,000

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

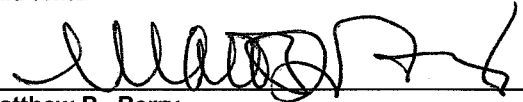
TAXPAYER IDENTIFICATION NUMBER (EIN)

PAi Safe Harbor 401K**20-1366482****DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 3-2-10

Signature



Matthew P. Berry
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

EXHIBIT A

EXHIBIT A

Item: 3/2/2010
 Print Date: 3/2/2010

3:18:55 PM

Western Dairy Specialties, LLC
 VENDOR CHECK REGISTER REPORT
 Multicurrency Management

Page: 1
 User ID: rangle

Ranges:	From:	To:	From:	To:
Check Number	First	Last	Check Date	11/3/2009
Vendor ID	First	Last	Checkbook ID	First
Vendor Name	First	Last		Last

Sorted By: Check Number

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
351 OPERATING	11/3/2009 Z-US\$	GOLDEN STATE MI	GOLDEN STATE MILK PRODUCERS	PMCHK00000523	\$46,327.49
356 OPERATING	11/3/2009 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000528	\$19,928.89
358 OPERATING	11/5/2009 Z-US\$	GROVE MADSEN	GROVE MADSEN	PMCHK00000529	\$1,000.00
359 OPERATING	11/5/2009 Z-US\$	UNILOY MILACRON	UNILOY MILACRON	PMCHK00000529	\$1,500.00
362 OPERATING	11/6/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000530	\$12,763.68
363 OPERATING	11/6/2009 Z-US\$	NATIONAL FLUID	NATIONAL FLUID MILK PROCESSO	PMCHK00000530	\$6,000.00
364 OPERATING	11/6/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000531	\$12,486.00
365 OPERATING	11/6/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000532	\$12,068.64
366 OPERATING	11/6/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000533	\$12,793.48
370 OPERATING	11/10/2009 Z-US\$	NELSON-JAMESON	NELSON-JAMESON, INC.	PMCHK00000534	\$1,391.90
372 OPERATING	11/10/2009 Z-US\$	SIERRA OFFICE S	SIERRA OFFICE SOLUTIONS	PMCHK00000535	\$1,417.49
373 OPERATING	11/10/2009 Z-US\$	GREAT AMERICAN	GREAT AMERICAN INSURANCE CO.	PMCHK00000535	\$5,112.25
374 OPERATING	11/12/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000536	\$52,235.16
376 OPERATING	11/12/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000538	\$27,831.00
377 OPERATING	11/12/2009 Z-US\$	GTG PACKAGING	GTG PACKAGING, INC.	PMCHK00000539	\$3,564.93
378 OPERATING	11/13/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000540	\$500.00
379 OPERATING	11/13/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMCHK00000540	\$7,105.25
380 OPERATING	11/13/2009 Z-US\$	IGPS	iGPS	PMCHK00000540	\$8,447.51

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
381 OPERATING	11/13/2009 Z-US\$	ARC	ARC Health and Wellness Cent	PMCHK00000540	\$285.00
382 OPERATING	11/13/2009 Z-US\$	ARAMARK UNIFORM	ARAMARK UNIFORM SERVICES	PMCHK00000540	\$1,332.21
383 OPERATING	11/13/2009 Z-US\$	DSI	Data Specialists, Inc.	PMCHK00000540	\$2,000.00
384 OPERATING	11/13/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000540	\$309.34
385 OPERATING	11/13/2009 Z-US\$	MOTION INDUSTRI	MOTION INDUSTRIES	PMCHK00000540	\$1,000.00
386 OPERATING	11/13/2009 Z-US\$	NEVADA LANDWORK	NEVADA LANDWORKS CORPORATION	PMCHK00000540	\$800.00
387 OPERATING	11/13/2009 Z-US\$	BROWN-MILBERY,	BROWN-MILBERY, INC.	PMCHK00000540	\$200.00
389 OPERATING	11/13/2009 Z-US\$	NDEP	Nevada Dept Environmental Pr	PMCHK00000541	\$200.00
408 OPERATING	11/19/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000542	\$27,831.00
409 OPERATING	11/19/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000543	\$45,105.88
411 OPERATING	11/20/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000544	\$343.78
412 OPERATING	11/20/2009 Z-US\$	AQUILAR, ORALIA	AQUILAR, ORALIA	PMCHK00000544	\$1,562.00
413 OPERATING	11/20/2009 Z-US\$	WEST & ASSOCIAT	WEST & ASSOCIATES	PMCHK00000544	\$450.00
414 OPERATING	11/20/2009 Z-US\$	ARC	ARC Health and Wellness Cent	PMCHK00000544	\$285.00
415 OPERATING	11/20/2009 Z-US\$	LARSON, ZACHARY	ZACHARY NOLAN LARSON	PMCHK00000544	\$600.00
416 OPERATING	11/20/2009 Z-US\$	WEED HEIGHTS	WEED HEIGHTS DEVELOPMENT	PMCHK00000544	\$400.00
417 OPERATING	11/20/2009 Z-US\$	AIG	AIG	PMCHK00000544	\$3,997.08
419 OPERATING	11/20/2009 Z-US\$	DELTA RUBBER CO	DELTA RUBBER COMPANY, INC.	PMCHK00000545	\$1,000.00
426 OPERATING	11/24/2009 Z-US\$	EMPLOYERS	EMPLOYERS INSURANCE CO OF NV	PMCHK00000546	\$21,242.68
428 OPERATING	11/24/2009 Z-US\$	KBCA	KBCA, LLC	PMCHK00000547	\$1,552.79

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
433 OPERATING	11/30/2009 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000549	\$18,150.38
434 OPERATING	11/30/2009 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000550	\$1,452.64
435 OPERATING	11/30/2009 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000551	\$344.52
436 OPERATING	11/30/2009 Z-US\$	DELTA RUBBER CO	DELTA RUBBER COMPANY, INC.	PMCHK00000552	\$1,000.00
438 OPERATING	12/1/2009 Z-US\$	AARTMAN TRANSP	RUAN TRANSPORT CORPORATION	PMCHK00000553	\$6,672.00
439 OPERATING	12/1/2009 Z-US\$	SOUTHWEST GAS	SOUTHWEST GAS CORPORATION	PMCHK00000553	\$9,792.03
440 OPERATING	12/1/2009 Z-US\$	THE HARTFORD	THE HARTFORD	PMCHK00000554	\$6,625.70
441 OPERATING	12/2/2009 Z-US\$	GUZMAN, AARON	AARON GUZMAN	PMCHK00000555	\$463.28
442 OPERATING	12/2/2009 Z-US\$	HARPER, DON	DON HARPER	PMCHK00000555	\$685.04
443 OPERATING	12/2/2009 Z-US\$	HANSEN, CARMIE	CARMIE HANSEN	PMCHK00000555	\$413.16
444 OPERATING	12/2/2009 Z-US\$	MCCANN, JESSICA	MCCANN, JESSICA	PMCHK00000555	\$133.44
445 OPERATING	12/2/2009 Z-US\$	TRACY, MARY	MARY TRACY	PMCHK00000555	\$100.58
446 OPERATING	12/2/2009 Z-US\$	VADNAIS, LEO	LEO VADNAIS	PMCHK00000555	\$82.50
447 OPERATING	12/2/2009 Z-US\$	IRON SPRINGS TR	IRON SPRINGS TRANSPORTATION,	PMCHK00000555	\$20,899.80
448 OPERATING	12/2/2009 Z-US\$	GIOMI	Giomi, Inc.	PMCHK00000555	\$752.80
449 OPERATING	12/2/2009 Z-US\$	UNISOURCE	UNISOURCE	PMCHK00000555	\$1,740.23
450 OPERATING	12/2/2009 Z-US\$	THE HARTFORD	THE HARTFORD	PMCHK00000555	\$21,372.30
452 OPERATING	12/3/2009 Z-US\$	NEVADA STATE	Nevada State Dairy Commissio	PMCHK00000556	\$981.96
453 OPERATING	12/3/2009 Z-US\$	UNILOY MILACRON	UNILOY MILACRON	PMCHK00000556	\$4,372.28
454 OPERATING	12/3/2009 Z-US\$	MF BARCELLOS	MF Barcellos, Inv.	PMCHK00000556	\$1,325.62

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
456 OPERATING	12/3/2009 Z-US\$	LYON HOLDING CO	LYON HOLDING CORPORATION	PMCHK00000557	\$3,000.00
457 OPERATING	12/3/2009 Z-US\$	DSI	Data Specialists, Inc.	PMCHK00000558	\$2,000.00
458 OPERATING	12/3/2009 Z-US\$	DSI	Data Specialists, Inc.	PMCHK00000559	\$2,000.00
459 OPERATING	12/3/2009 Z-US\$	CITY OF YER	City of Yerington	PMCHK00000560	\$3,325.41
460 OPERATING	12/3/2009 Z-US\$	ENTRADA ASSOC	ENTRADA ASSOCIATES	PMCHK00000560	\$1,500.00
461 OPERATING	12/3/2009 Z-US\$	ENTRADA ASSOC	ENTRADA ASSOCIATES	PMCHK00000561	\$1,500.00
462 OPERATING	12/3/2009 Z-US\$	ENTRADA ASSOC	ENTRADA ASSOCIATES	PMCHK00000562	\$1,500.00
469 OPERATING	12/4/2009 Z-US\$	PDM	PDM Steel Service Centers, I	PMCHK00000563	\$1,196.89
471 OPERATING	12/3/2009 Z-US\$	PDM	PDM Steel Service Centers, I	PMCHK00000564	\$29.60
472 OPERATING	12/3/2009 Z-US\$	HOLLAND & HART	HOLLAND & HART LLP	PMCHK00000564	\$5,000.00
473 OPERATING	12/3/2009 Z-US\$	COMPSTON, MIKE	COMPSTON, MIKE	PMCHK00000565	\$2,500.00
474 OPERATING	12/3/2009 Z-US\$	ASSURANT	ASSURANT EMPLOYEE BENEFITS	PMCHK00000565	\$7,974.85
475 OPERATING	12/3/2009 Z-US\$	VSP	VSP - VISION SERVICES PLAN	PMCHK00000565	\$777.44
476 OPERATING	12/3/2009 Z-US\$	NEVADA DEPARTME	NEVADA DEPARTMENT OF TAXATIO	PMCHK00000565	\$332.62
477 OPERATING	12/8/2009 Z-US\$	TRI	Tri Signal Integration, Inc.	PMCHK00000567	\$938.00
479 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000569	\$20,000.00
480 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000570	\$5,000.00
481 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000571	\$5,000.00
482 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000572	\$5,000.00
483 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000573	\$5,000.00

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
484 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000574	\$5,000.00
485 OPERATING	12/3/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000575	\$5,000.00
487 OPERATING	12/21/2009 Z-US\$	NEVADA STATE	Nevada State Dairy Commissio	PMCHK00000576	\$465.86
492 OPERATING	1/30/2010 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000578	\$8,872.92
528 OPERATING	12/1/2009 Z-US\$	ALL STAR	All Star Dairy Association,	PMCHK00000566	\$17,800.00
529 OPERATING	12/1/2009 Z-US\$	SIERRA PACIFIC	NV ENERGY	PMCHK00000566	\$27,800.00
530 OPERATING	12/1/2009 Z-US\$	SOUTHWEST GAS	SOUTHWEST GAS CORPORATION	PMCHK00000566	\$10,701.64
531 OPERATING	12/1/2009 Z-US\$	GRAINGER	Grainger	PMCHK00000566	\$1,525.90
532 OPERATING	12/1/2009 Z-US\$	GROVE MADSEN	GROVE MADSEN	PMCHK00000566	\$1,548.83
533 OPERATING	12/1/2009 Z-US\$	RNO FRKLFT	RENO FORKLIFT	PMCHK00000566	\$1,500.00
534 OPERATING	12/1/2009 Z-US\$	ROVISYS	RoviSys	PMCHK00000566	\$1,500.00
535 OPERATING	12/1/2009 Z-US\$	SHOWCASE	Showcase Systems	PMCHK00000566	\$1,500.00
536 OPERATING	12/1/2009 Z-US\$	VERIZON WIRELES	VERIZON WIRELESS	PMCHK00000566	\$1,597.12
537 OPERATING	12/1/2009 Z-US\$	VERIZON CALIFOR	Verizon California	PMCHK00000566	\$1,689.14
538 OPERATING	12/1/2009 Z-US\$	VERIZON BUSINES	VERIZON BUSINESS	PMCHK00000566	\$3,267.57
539 OPERATING	12/1/2009 Z-US\$	GOLDEN STATE MI	GOLDEN STATE MILK PRODUCERS	PMCHK00000566	\$22,713.66
540 OPERATING	12/1/2009 Z-US\$	HOMETOWN	Hometown Health Plans	PMCHK00000566	\$6,856.14
UTO PMT GMAC OPERATING	12/3/2009 Z-US\$	GMAC	GMAC	PMPAY00000102	\$996.56
HASE EPAY 6782 OPERATING	12/8/2009 Z-US\$	CARDMEMBER SERV	CARDMEMBER SERVICE	PMPAY00000102	\$11,851.18
HASE EPAY 7423 OPERATING	12/7/2009 Z-US\$	CARDMEMBER SERV	CARDMEMBER SERVICE	PMPAY00000102	\$10,000.00

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
HASE EPAY ACCT 5529 OPERATING	11/27/2009 Z-US\$	CARDMEMBER SERV	CARDMEMBER SERVICE	PMPAY00000102	\$5,000.00
HASE EPAY FOR 2242 OPERATING	12/1/2009 Z-US\$	CARDMEMBER SERV	CARDMEMBER SERVICE	PMPAY00000102	\$10,000.00
MAC PMT OPERATING	12/3/2009 Z-US\$	GMAC	GMAC	PMPAY00000102	\$869.03
RANDALL RICHARDS OPERATING	12/29/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMPAY00000109	\$1,651.14
RANDALL RICHARDS OPERATING	12/1/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMPAY00000110	\$4,000.00
RANDALL RICHARDS OPERATING	12/7/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMPAY00000102	\$1,651.14
RANDALL RICHARDS1214 OPERATING	12/14/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMPAY00000104	\$1,651.14
RANDALLRICHARDS09121 OPERATING	12/21/2009 Z-US\$	SAC CONTAINER	SACRAMENTO CONTAINER	PMPAY00000107	\$1,651.14
MS-TEMPLE INLAND OPERATING	12/28/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000108	\$1,000.00
MS-TEMPLEINLAND OPERATING	12/21/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000106	\$1,000.00
MS/TEMPLE INLAND OPERATING	11/3/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000091	\$1,000.00
MS/TEMPLE INLAND OPERATING	11/10/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000092	\$1,000.00
MS/TEMPLE INLAND OPERATING	11/18/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000096	\$1,000.00
MS/TEMPLE-INLAND OPERATING	11/24/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000102	\$1,000.00
MS/TEMPLE-INLAND OPERATING	12/8/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000102	\$1,000.00
MS/TEMPLE-INLAND OPERATING	12/14/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000104	\$1,000.00
MS/TEMPLEINLAND OPERATING	12/1/2009 Z-US\$	TEMPLE	Temple Inland	PMPAY00000102	\$1,000.00
ELE TRAN TO 3128 OPERATING	11/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000091	\$500.00
ELE TRAN TO 3626 OPERATING	11/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000091	\$1,000.00
ELE-TRAN TO 2003 OPERATING	11/16/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000095	\$500.00

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Check Number	Date	Vendor ID	Vendor Check Name	Audit Trail Code	Amount
Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
ELE-TRAN TO 3128 OPERATING	12/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$3,000.00
ELE-TRAN TO 3128 OPERATING	12/16/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000105	\$1,000.00
ELE-TRAN TO 3128 OPERATING	11/18/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000096	\$700.00
ELE-TRAN TO 3128 OPERATING	11/27/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$2,000.00
ELE-TRAN TO 3618 OPERATING	11/13/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000094	\$150.00
ELE-TRAN TO 3618 OPERATING	11/23/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000097	\$500.00
ELE-TRAN TO 3618 OPERATING	12/8/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$750.00
ELE-TRAN TO 3626 OPERATING	11/12/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000093	\$850.00
ELE-TRAN TO 3626 OPERATING	11/13/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000094	\$300.00
ERIZON BUSINESS OPERATING	12/22/2009 Z-US\$	VERIZON BUSINES	VERIZON BUSINESS	PMPAY00000106	\$1,000.00
'Z WIRELESS 1065494 OPERATING	11/12/2009 Z-US\$	VERIZON WIRELES	VERIZON WIRELESS	PMPAY00000093	\$1,000.00
'Z WIRELESS 6261634 OPERATING	11/6/2009 Z-US\$	VERIZON WIRELES	VERIZON WIRELESS	PMPAY00000091	\$897.12
IFC PHONE PMT #3600 OPERATING	12/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$266.00
IFC PHONE PMT 3634 OPERATING	12/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$364.00
IFC PHONE PMT 8751 OPERATING	12/9/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000102	\$312.00
IFCCPHONEPMT44339 OPERATING	12/14/2009 Z-US\$	PAYMENT REMITTA	PAYMENT REMITTANCE CENTER	PMPAY00000104	\$97.00
ITALLSTR091109047345 OPERATING	11/9/2009 Z-US\$	ALL STAR	All Star Dairy Association,	PMPAY00000091	\$27,000.00
ITALLSTR091110039259 OPERATING	11/10/2009 Z-US\$	ALL STAR	All Star Dairy Association,	PMPAY00000092	\$21,494.32
ITDFA091104029931 OPERATING	11/4/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000091	\$47,400.00
ITDFA091105025081 OPERATING	11/5/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000091	\$39,500.00

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Checkbook ID	Currency ID	Rate Type ID	Exchange Table ID	Exchange Rate	Functional/Originating
ITDFA091106030794 OPERATING	11/6/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000091	\$15,800.00
ITDFA091109046181 OPERATING	11/9/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000091	\$15,800.00
ITDFA091110039765 OPERATING	11/10/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000092	\$63,200.00
ITDFA091112070000 OPERATING	11/12/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000093	\$31,600.00
ITDFA091113036995 OPERATING	11/13/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000094	\$79,000.00
ITDFA091116050905 OPERATING	11/16/2009 Z-US\$	DFA	Dairy Farmers of America	PMPAY00000095	\$23,700.00
ITDOWNEY091125045972 OPERATING	11/25/2009 Z-US\$	DOWNEY BRAND	DOWNEY BRAND ATTORNEYS LLP	PMPAY00000103	\$55,000.00
ITMAUPIN091125049918 OPERATING	11/25/2009 Z-US\$	MAUPIN	Maupin, Cox & LeGoy Attorney	PMPAY00000103	\$50,000.00

Total Checks: 146

Total Functional Amount of Checks: \$1,176,246.05

EXHIBIT B

EXHIBIT B

Member Contributions
02/03/09 thru 02/03/10

Date	Description	Debit	Credit
4/29/2009	Matt Berry/ Buffalo Valley Farms		\$ 25,000.00
5/11/2009	Matt Berry	\$ 10,000.00	
5/15/2009	Buffalo Valley Farms	\$ 25,000.00	
5/21/2009	Mike Compston		\$ 50,000.00
5/29/2009	Mike Compston		\$ 450,000.00
6/10/2009	Mike Compston		\$ 50,000.00
6/10/2009	Mike Compston	\$ 50,000.00	
6/15/2009	Roger Litenberg		\$ 10,000.00
6/22/2009	Mike Compston - NBDI	\$ 20,000.00	
6/23/2009	Matt Berry	\$ 10,000.00	
7/1/2009	Matt Berry	\$ 8,500.00	
7/2/2009	Matt Berry		\$ 8,500.00
7/10/2009	Matt Berry - BFT		\$ 93,632.88
7/13/2009	Matt Berry		\$ 5,000.00
7/17/2009	Matt Berry		\$ 45,000.00
7/21/2009	Mike Compston		\$ 20,000.00
7/21/2009	Matt Berry	\$ 8,500.00	
7/22/2009	Tom Reviglio		\$ 60,000.00
7/22/2009	Mike Compston		\$ 50,000.00
7/27/2009	Matt Berry		\$ 20,000.00
7/27/2009	Matt Berry		\$ 10,000.00
7/28/2009	Matt Berry	\$ 1,600.85	
8/21/2009	Matt Berry - Personal	\$ 2,500.00	
8/21/2009	Mike Compston		\$ 100,000.00
8/24/2009	Matt - Berry Ranches		\$ 1,000.00
8/25/2009	Matt Berry - Personal	\$ 1,000.00	
8/26/2009	Matt Berry - Speedway		\$ 12,000.00
8/31/2009	Matt Berry - Personal	\$ 2,000.00	
9/2/2009	Matt - Berry Ranches		\$ 4,000.00
9/2/2009	Matt Berry - Personal		\$ 3,000.00
9/2/2009	Matt Berry - Speedway		\$ 2,000.00
9/2/2009	Matt - Berry Ranches		\$ 1,000.00
9/3/2009	Tom Reviglio - Circle Bar N Ranch		\$ 20,000.00
9/4/2009	Matt Berry/Tom Reviglio - Personal		\$ 50,000.00
9/4/2009	Matt Berry/Tom Reviglio - Personal		\$ 50,000.00
9/4/2009	Matt Berry - Personal	\$ 3,000.00	
9/11/2009	Matt Berry - Personal		\$ 1,400.00
9/11/2009	Matt Berry - Personal	\$ 500.00	
9/11/2009	Matt Berry - Personal	\$ 500.00	
9/11/2009	Matt Berry - Personal		\$ 500.00
9/14/2009	Matt - Berry Ranches		\$ 21,500.00
9/16/2009	Tom Reviglio - Circle Bar N Ranch		\$ 30,000.00
9/23/2009	Matt Berry - Speedway		\$ 1,700.00

9/24/2009 Matt Berry - Speedway	\$	1,700.00	
9/25/2009 Matt Berry	\$	562.80	
9/28/2009 Matt Berry - Speedway	\$	6,841.46	
10/23/2009 Matt Berry			\$ 100,000.00
10/26/2009 Matt Berry - CD Released			\$ 171,750.67
10/28/2009 Matt Berry	\$	30,000.00	
10/29/2009 Tom Reviglio - Circle Bar N Ranch			\$ 20,000.00
10/30/2009 Matt Berry - Speedway			\$ 8,335.00
11/2/2009 Matt Berry	\$	15,146.82	
11/6/2009 Tom Reviglio - Circle Bar N Ranch	\$	15,000.00	
11/6/2009 Matt Berry	\$	6,000.00	
11/6/2009 Matt Berry			\$ 9,330.00
11/10/2009 Tom Reviglio - Circle Bar N Ranch	\$	75,000.00	
11/13/2009 Matt Berry	\$	5,000.00	
11/13/2009 Matt Berry			\$ 7,656.00
11/19/2009 Matt Berry - Speedway	\$	3,000.00	
11/19/2009 Matt Berry	\$	1,000.00	
11/20/2009 Matt Berry - Heritage Bank	\$	3,576.39	
11/20/2009 Matt Berry	\$	2,000.00	
11/23/2009 Matt Berry - Speedway	\$	4,000.00	
11/25/2009 Matt Berry - Heritage Bank	\$	10,090.22	
11/25/2009 Matt Berry - Heritage Bank	\$	3,576.39	
11/30/2009 Matt Berry - Speedway	\$	5,000.00	
12/1/2009 Matt Berry - Speedway	\$	5,000.00	
12/7/2009 Matt Berry - Speedway	\$	5,000.00	
12/8/2009 Matt Berry - Speedway	\$	2,000.00	
12/11/2009 Matt Berry - Speedway	\$	5,000.00	
12/11/2009 Matt Berry	\$	16,804.99	
12/17/2009 Matt Berry - Speedway	\$	2,500.00	
TOTALS		\$ 366,899.92	\$ 1,512,304.55